

CHAPMAN AND CUTLER LLP

Theodore S. Chapman
1877-1943
Henry E. Cutler
1879-1959

111 West Monroe Street, Chicago, Illinois 60603-4080
Telephone (312) 845-3000
Facsimile (312) 701-2361
chapman.com

San Francisco
595 Market Street
San Francisco, CA 94105
(415) 541-0500

Salt Lake City
201 South Main Street
Salt Lake City, UT 84111
(801) 533-0066

June 28, 2007

RECORDATION NO. 19502-K FILED

JUN 28 '07

9-00 AM

SURFACE TRANSPORTATION BOARD

Mr. Vernon A. Williams, Secretary
Surface Transportation Board
395 E Street, S.W.
Washington, DC 20423-0001

Re: Refinancing of 1995 BNSF Railway Company
Leveraged Lease Financing of Equipment (BN 1995-E)

Dear Mr. Williams:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, two original copies of the Memorandum of Lease Assignment (BN 1995-E), dated as of July 2, 2007, among Wells Fargo Bank Northwest, National Association, as indenture trustee (the "*Indenture Trustee*" or the "*Assignee*"), and Wilmington Trust Company, not in its individual capacity, but solely as owner trustee (the "*Owner Trustee*" or the "*Assignor*"), a secondary document as defined in the Surface Transportation Board's Rules for the Recordation of Documents.

The enclosed document relates to the Equipment Lease Agreement (BN 1995-E), dated as of June 15, 1995, between BNSF Railway Company (formerly known as Burlington Northern Railroad Company), as lessee (the "*Lessee*") and Wilmington Trust Company, as Owner Trustee, as Lessor, which was recorded (or a memorandum of which was recorded) with the Interstate Commerce Commission (as predecessor to the Surface Transportation Board) on June 29, 1995 at 10:05 A.M. under recordation number 19502.

The names and addresses of the parties to the enclosed document are as follows:

Owner Trustee
and Assignor:

Wilmington Trust Company
Rodney Square North
1100 North Market Street
Wilmington, Delaware 19890-0001
Attention: Corporate Trust Administration (BN 1995-E)

Law Offices of
CHAPMAN AND CUTLER LLP

Indenture Trustee
and Assignee: Wells Fargo Bank Northwest, National Association
299 South Main Street, 12th Floor
MAC: U1228-120
Salt Lake City, Utah 84111
Attention: Corporate Trust Department (BN 1995-E)

The equipment covered as of the date hereof by the aforesaid Memorandum of Lease Assignment consists of 8 SD70M-AC Locomotives, 692 Aluminum Rotary Gondola Coal Cars and 115 Aluminum Rapid Discharge Coal Cars bearing the road numbers and the BNSF or BN reporting marks, all as specifically described in Exhibit A attached hereto.

A short summary of the document to appear in the index follows:

Memorandum of Lease Assignment (BN 1995-E).

A fee of thirty-five dollars (\$35.00) is enclosed. Please time and date stamp the enclosed copy of the enclosed document along with the extra copy of this letter as proof of filing and recordation of the enclosed document and return the original and any extra copies of such document and this letter not needed by the Board for recordation to:

Robert Alvord
Alvord and Alvord
1050 Seventeenth Street, N.W.
Suite 301
Washington, DC 20036

If you have any questions or need further information, please do not hesitate to contact the undersigned (312-845-2991).

Sincerely,

CHAPMAN AND CUTLER LLP

By Michael D. Robson
Michael D. Robson

Enclosures

EXHIBIT A

UNITS

Equipment Description:

Number of Units: eight (8)
Model: SD70MAC Locomotives

1995-E

Old Reporting Mark and Road Numbers

New Reporting Mark and Road Numbers

BN 9565
through
BN 9570

BNSF 9565
through
BNSF 9570

BN 9582
BN 9583

BNSF 9582
BNSF 9583

Equipment Description:

Number of Units:

Model:

692
Rotary Dump Coal Cars

1995-E

**Old Reporting Mark
and Road Numbers**

**New Reporting Mark
and Road Numbers**

BN	535700	BNSF	667259
through		through	
BN	536411	BNSF	667970
BN	536412	BNSF	699117
through		through	
BN	536419	BNSF	699124

Casualties

**Old Reporting Mark
and Road Numbers**

**New Reporting Mark
and Road Numbers**

BN	535706	BNSF	667265
BN	535713	BNSF	667272
BN	535715	BNSF	667274
BN	535744	BNSF	667303
BN	535748	BNSF	667307
BN	535774	BNSF	667333
BN	535780	BNSF	667339
BN	535822	BNSF	667381
BN	535826	BNSF	667385
BN	535870	BNSF	667429
BN	535896	BNSF	667455
BN	535927	BNSF	667486
BN	535934	BNSF	667493
BN	535967	BNSF	667526
BN	535986	BNSF	667545
BN	536060	BNSF	667619
BN	536097	BNSF	667656
BN	536103	BNSF	667662
BN	536120	BNSF	667679
BN	536130	BNSF	667689
BN	536179	BNSF	667738
BN	536236	BNSF	667795
BN	536316	BNSF	667875
BN	536322	BNSF	667881
BN	536337	BNSF	667896
BN	536339	BNSF	667898
BN	536371	BNSF	667930
BN	536404	BNSF	667963

Equipment Description:

Number of Units:

115

Model:

Rapid Discharge Coal Cars

1995-E

**Old Reporting Mark
and Road Numbers**

**New Reporting Mark
and Road Numbers**

BN 555000

BNSF 699600

BN 555001

BNSF 650001

through

through

BN 555118

BNSF 650118

BN 555119

BNSF 650000

Casualties

**Old Reporting Mark
and Road Numbers**

**New Reporting Mark
and Road Numbers**

BN 555005

BNSF 650005

BN 555068

BNSF 650066

BN 555075

BNSF 650075

BN 555095

BNSF 650095

BN 555109

BNSF 650109

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

6/28/07



Robert W. Alvord

JUN 28 '07

9-00 AM

**MEMORANDUM OF LEASE ASSIGNMENT
(BN 1995-E)**

SURFACE TRANSPORTATION BOARD

Memorandum of Lease Assignment, made and entered into as of July 2, 2007, by and between Wilmington Trust Company, a Delaware banking corporation, not in its individual capacity, but solely as Owner Trustee (*"Owner Trustee"*) under the Amended and Restated Trust Agreement (BN 1995-E) dated as of July 2, 2007 between the Owner Trustee, in its individual capacity and the institution referred to therein as Owner Participant, and Wells Fargo Bank Northwest, National Association, a national banking association, as Indenture Trustee (*"Indenture Trustee"*).

WITNESSETH:

1. The Owner Trustee and BNSF Railway Company (*"Lessee"*) have entered into an Equipment Lease Agreement (BN 1995-E), dated as of June 15, 1995 (as amended, supplemented or modified, the *"Lease"*), covering certain railroad equipment bearing reporting marks as listed on Exhibit A attached hereto.

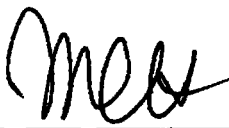
2. The Lease (or a memorandum thereof) was recorded with the Interstate Commerce Commission (as predecessor to the Surface Transportation Board) on June 29, 1995 at 10:05 A.M. under recordation number 19502 pursuant to Section 11303 of Title 49 of the United States Code (now known as Section 11301 of Title 49 of the United States Code).

3. The undersigned have entered into that certain Trust Indenture and Security Agreement (BN 1995-E), dated as of July 2, 2007, pursuant to which Wilmington Trust Company, not in its individual capacity, but solely as Owner Trustee, has assigned the aforesaid Lease and the rents and other proceeds therefrom (with certain exceptions) to Wells Fargo Bank Northwest, National Association, as Indenture Trustee.

4. A memorandum of said Trust Indenture and Security Agreement is being recorded with the Surface Transportation Board concurrently herewith pursuant to Section 11301 of Title 49 of the United States Code.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum of Lease Assignment to be duly executed by their respective officers duly authorized on the date and year first above written.

WILMINGTON TRUST COMPANY, not in its individual capacity, but solely as Owner Trustee

By  _____

Name:

Title:

Michele C. Harra
Financial Services Officer

Executed on this 20th day of June, 2007.

WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION, as Indenture Trustee

By _____

Name:

Title:

Executed on this ____ day of June, 2007.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum of Lease Assignment to be duly executed by their respective officers duly authorized on the date and year first above written.

WILMINGTON TRUST COMPANY, not in its individual capacity, but solely as Owner Trustee

By _____
Name:
Title:

Executed on this ____ day of June, 2007.

WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION, as Indenture Trustee

By Megan L. Hamalali
Name: Megan C. ...
Title: Vice President

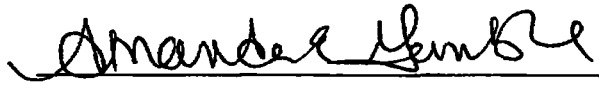
Executed on this 20th day of June, 2007.

STATE OF DELAWARE)
)
COUNTY OF WILMINGTON)
NEW CASTLE

SS.:

On this, the 20 day of June, 2007, before me, a Notary Public in and for said County and State, personally appeared Michele C. Harra, who being by me duly sworn, says that (s)he is the Financial Services Officer of WILMINGTON TRUST COMPANY, that said instrument was signed on June 20 2007 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.


Name: AMANDA E. GAMBLE
Notary Public Notary Public - State of Delaware
My Commission Expires May 15, 2011
Residing in _____

STATE OF UTAH)
)
COUNTY OF SALT LAKE)
SS.:

On this, the ____ day of June, 2007, before me, a Notary Public in and for said County and State, personally appeared _____, who being by me duly sworn, says that (s)he is the _____ of WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION, that said instrument was signed on June ____, 2007 on behalf of said association by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name: _____
Notary Public
My Commission Expires: _____
Residing in _____

STATE OF DELAWARE)
)
COUNTY OF WILMINGTON) SS.:

On this, the ____ day of June, 2007, before me, a Notary Public in and for said County and State, personally appeared _____, who being by me duly sworn, says that (s)he is the _____ of WILMINGTON TRUST COMPANY, that said instrument was signed on June ____, 2007 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

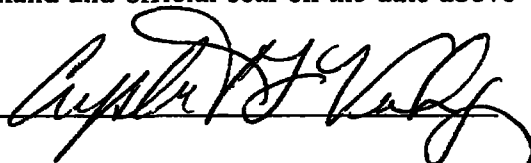
IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name:
Notary Public
My Commission Expires:
Residing in _____

STATE OF UTAH)
)
COUNTY OF SALT LAKE) SS.:

On this, the 20th day of June, 2007, before me, a Notary Public in and for said County and State, personally appeared MEGAN C. GIAMALAKIS, who being by me duly sworn, says that (s)he is the Vice President of WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION, that said instrument was signed on June 20, 2007 on behalf of said association by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



Name:
Notary Public
My Commission Expires:
Residing in _____

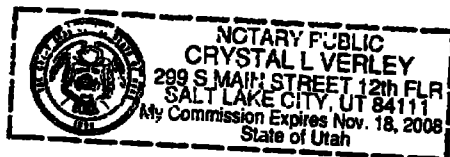


EXHIBIT A

UNITS

Equipment Description:

Number of Units:

eight (8)

Model:

SD70MAC Locomotives

1995-E

Old Reporting Mark and Road Numbers

New Reporting Mark and Road Numbers

BN 9565
through
BN 9570

BN 9582
BN 9583

BNSF 9565
through
BNSF 9570

BNSF 9582
BNSF 9583

Equipment Description:

Number of Units:

692

Model:

Rotary Dump Coal Cars

1995-E

**Old Reporting Mark
and Road Numbers**

**New Reporting Mark
and Road Numbers**

BN 535700
through
BN 536411

BNSF 667259
through
BNSF 667970

BN 536412
through
BN 536419

BNSF 699117
through
BNSF 699124

Casualties

**Old Reporting Mark
and Road Numbers**

**New Reporting Mark
and Road Numbers**

BN 535706
BN 535713
BN 535715
BN 535744
BN 535748
BN 535774
BN 535780
BN 535822
BN 535826
BN 535870
BN 535896
BN 535927
BN 535934
BN 535967
BN 535986
BN 536060
BN 536097
BN 536103
BN 536120
BN 536130
BN 536179
BN 536236
BN 536316
BN 536322
BN 536337
BN 536339
BN 536371
BN 536404

BNSF 667265
BNSF 667272
BNSF 667274
BNSF 667303
BNSF 667307
BNSF 667333
BNSF 667339
BNSF 667381
BNSF 667385
BNSF 667429
BNSF 667455
BNSF 667486
BNSF 667493
BNSF 667526
BNSF 667545
BNSF 667619
BNSF 667656
BNSF 667662
BNSF 667679
BNSF 667689
BNSF 667738
BNSF 667795
BNSF 667875
BNSF 667881
BNSF 667896
BNSF 667898
BNSF 667930
BNSF 667963

Equipment Description:

Number of Units:

115

Model:

Rapid Discharge Coal Cars

1995-E

**Old Reporting Mark
and Road Numbers**

**New Reporting Mark
and Road Numbers**

BN	555000	BNSF	699600
BN	555001	BNSF	850001
through		through	
BN	555118	BNSF	650118
BN	555119	BNSF	650000

Casualties

**Old Reporting Mark
and Road Numbers**

**New Reporting Mark
and Road Numbers**

BN	555005	BNSF	650005
BN	555068	BNSF	650066
BN	555075	BNSF	650075
BN	555095	BNSF	650095
BN	555109	BNSF	650109

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

6/28/07



Robert W. Alvord